

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

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In re	:	Chapter 11 Case No.
	:	
LEHMAN BROTHERS HOLDINGS INC., <i>et al.</i> ,	:	08-13555 (JMP)
	:	
Debtors.	:	(Jointly Administered)
	:	
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AFFIDAVIT AND DISCLOSURE STATEMENT OF STEPHEN C. BAKER,  
ON BEHALF OF WALLER LANSDEN DORTCH & DAVIS, LLP

STATE OF TENNESSEE    )  
                                  ) ss:  
COUNTY OF DAVIDSON    )

Stephen C. Baker, being duly sworn, upon his oath, deposes and says:

1. I am a Partner of Waller Lansden Dortch & Davis, LLP, located at 511 Union Street, Suite 2700, Nashville, Tennessee 37219 (the "Firm").

2. Lehman Brothers Holdings Inc. ("LBHI") and its affiliated debtors in the above-referenced chapter 11 cases, as debtors and debtors in possession (together, the "Debtors" and, collectively with their non-debtor affiliates, "Lehman"), have requested that the Firm provide real estate legal services to the Debtors, and the Firm has consented to provide such services.

3. The Firm may have performed services in the past and may perform services in the future, in matters unrelated to these chapter 11 cases, for persons that are parties in interest in the Debtors' chapter 11 cases. As part of its customary practice, the Firm is retained in cases, proceedings, and transactions involving many different parties, some of whom may represent or be claimants or employees of the Debtors, or other parties in interest in these chapter 11 cases. The Firm does not perform services for any such

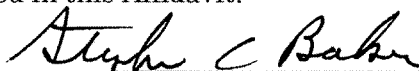
person in connection with these chapter 11 cases. In addition, the Firm does not have any relationship with any such person, their attorneys, or accountants that would be adverse to the Debtors or their estates.

4. Neither I, nor any principal of, or professional employed by the Firm has agreed to share or will share any portion of the compensation to be received from the Debtors with any other person other than the principals and regular employees of the Firm.

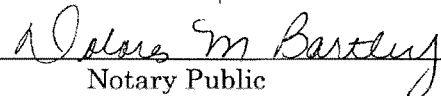
5. Neither I, nor any principal of, or professional employed by the Firm, insofar as I have been able to ascertain, holds or represents any interest adverse to the Debtors or their estates, except Reginald Hill, a partner of the Firm holds a \$50,000.00 structured note sponsored by LBHI, which he purchased on February 26, 2008, and UBS has filed a claim for Mr. Hill in connection with such holding.

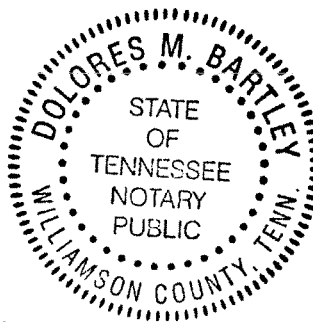
6. The Debtors owe the Firm \$-0- for prepetition services.

7. The Firm is conducting further inquiries regarding its retention by any creditors of the Debtors, and upon conclusion of that inquiry, or at any time during the period of its employment, if the Firm should discover any facts bearing on the matters described herein, the Firm will supplement the information contained in this Affidavit.<sup>1</sup>

  
\_\_\_\_\_  
Stephen C. Baker

Subscribed and sworn to before me  
this 3<sup>rd</sup> day of November, 2009.

  
\_\_\_\_\_  
Notary Public



My Commission Expires JULY 31, 2011

<sup>1</sup> If necessary.

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

\_\_\_\_\_  
In re : Chapter 11 Case No.  
LEHMAN BROTHERS HOLDINGS INC., *et al.*, : 08-13555 (JMP)  
Debtors. : (Jointly Administered)  
\_\_\_\_\_  
x

RETENTION QUESTIONNAIRE

TO BE COMPLETED BY PROFESSIONALS EMPLOYED BY LEHMAN BROTHERS  
HOLDINGS INC. OR ANY OF ITS DEBTOR AFFILIATES (collectively, the "Debtors")

DO NOT FILE THIS QUESTIONNAIRE WITH THE COURT.  
RETURN IT FOR FILING BY THE DEBTORS, TO:

Weil, Gotshal & Manges LLP  
767 Fifth Avenue  
New York, New York 10153  
Attn: Jennifer Sapp  
Christopher Stauble

All questions **must** be answered. Please use "none," "not applicable," or "N/A," as appropriate. If more space is needed, please complete on a separate page and attach.

1. Name and address of firm:

Waller Lansden Dortch & Davis, LLP  
511 Union Street, Suite 2700  
Nashville, TN 37219

2. Date of retention: October 12, 2009

3. Type of services provided (accounting, legal, etc.): Legal

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

4. Brief description of services to be provided:

Counsel to LBHI in connection with potential foreclosure of a deed of trust in Davidson County, Tennessee

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5. Arrangements for compensation (hourly, contingent, etc.)

Hourly

- (a) Average hourly rate (if applicable):

Attorneys \$390.00; paralegals \$160.00

- (b) Estimated average monthly compensation based on prepetition retention (if firm was employed prepetition):
- 

6. Prepetition claims against the Debtors held by the firm:

Amount of claim: \$ - 0 -

Date claim arose: \_\_\_\_\_

Source of Claim: \_\_\_\_\_

7. Prepetition claims against the Debtors held individually by any member, associate, or professional employee of the firm:

Name: Reginald Hill

Status: Claim filed for Mr. Hill by UBS

Amount of Claim: \$50,000.00

Date claim arose: Filing of bankruptcy petition.

Source of claim: Structured note in the amount of \$50,000.00 sponsored by LBHI. Such note was purchased by Mr. Hill through UBS.

8. Stock of the Debtors currently held by the firm:

Kind of shares: None

No. of shares: \_\_\_\_\_

9. Stock of the Debtors currently held individually by any member, associate, or professional employee of the firm:

Name: None

Status: \_\_\_\_\_

Kind of shares: \_\_\_\_\_

No. of shares: \_\_\_\_\_

10. Disclose the nature and provide a brief description of any interest adverse to the Debtors or to their estates with respect to the matters on which the above-named firm is to be employed.

None

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

11. Name of individual completing this form:

Stephen C. Baker